

## **Francis Wyman PTO Bylaws**

### **ARTICLE I**

#### **Name**

The name of this organization is the Francis Wyman Parent Teacher Organization, Inc.

### **ARTICLE II**

#### **Purpose**

**Section 2.1.** The Francis Wyman Parent Teacher Organization, Inc. (referred to herein as the FWPTO) is organized by the parents and teachers of Francis Wyman Elementary School located in Burlington, MA. The FWPTO is a subordinate organization under the Burlington Parent Teacher Organization, Inc of Burlington, MA.

**Section 2.2.** The objectives of the FWPTO are:

- a) To promote the welfare of children in home, school, and community.
- b) To contribute to the enrichment of family life.
- c) To support policies for the care and protection of children.
- d) To bring into closer relation the home and the school, so that parents and teachers may cooperate intelligently in the education of children.
- e) To develop between educators and the general public such united efforts as will secure for all children the highest advantages in mental, social and physical education.

**Section 2.3.** The objectives of the FWPTO are promoted through an educational program directed towards parents, teachers and the general public. They are developed through conferences, committees, projects and programs. They are governed and qualified by the basic policies set forth in ARTICLE III.

**Section 2.4.** In pursuance of these purposes the FWPTO shall do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3) of the Internal Revenue Code (all reference to sections in these bylaws refer to the internal revenue code of 1986 as amended or to comparable sections of subsequent internal revenue laws).

### **ARTICLE III**

#### **Basic Policies**

The following are the basic policies of the FWPTO:

- a) The FWPTO shall be noncommercial, nonsectarian and nonpartisan.
- b) The name of the FWPTO or names of any members in their official capacities shall not be used in any connection with a commercial concern or with any

- partisan interest or for any purpose not appropriately related to promotion of the objectives of the FWPTO.
- c) The FWPTO shall not - directly or indirectly - participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation or propaganda or otherwise.
  - d) The FWPTO shall work with the schools to provide quality education for all children and youth, recognizing that the legal responsibility to make decisions has been delegated by the people to the School Committee and the Superintendent.
  - e) The FWPTO may cooperate with other organizations and agencies concerned with child welfare, but persons representing the FWPTO in such matters shall make no commitments that bind the organization.
  - f) In the even of the dissolution of the FWPTO, its assets shall be distributed to other non-profit organizations according to the discretion of the Board of Directors.

#### **ARTICLE IV**

##### **Membership and Dues**

**Section 4.1.** Membership in the FWPTO shall be made available to all parents and faculty of the Francis Wyman School.

**Section 4.2.** The FWPTO shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

**Section 4.3.** Each family of the organization shall pay annual dues to the FWPTO in an amount to be determined.

**Section 4.4.** FWPTO meetings are open to all parents and teachers. Only members of the FWPTO shall be eligible to vote at FWPTO business meetings, or to serve in any of its elective or appointive positions.

#### **ARTICLE V**

##### **Board of Directors, Officers and their Election**

**Section 5.1.** The Board of Directors shall have supervision control and direction of the affairs of the FWPTO and shall execute the FWPTO's objectives.

**Section 5.2.** The Board shall consist of the elected officers of the FWPTO plus the principle or assistant principal. Each officer of the FWPTO shall be a member of the FWPTO.

**Section 5.3.** Officers and their election:

- a) The officers of the FWPTO shall consist of two Co-Presidents, First Vice-President, who shall always be the school principal or assistant principal, Second Vice-President, Secretary and Treasurer.
- b) No-one shall be eligible to hold an office until they have been an active and participating member of a FWPTO committee for one year or by a majority vote of the FWPTO Board.
- c) Officers shall be elected by ballot at the May FWPTO meeting. However, if there is but one nominee for any office, election for that office may be by a voice vote.
- d) Officers shall assume their official duties following the close of the meeting in May and shall serve for a term of one year, or, in the case of the two Co-Presidents, only one shall be elected each year for a two year term.
- e) No officer may serve for more than two consecutive terms in the same position, unless no-one is nominated for a particular position, and the current officer is willing to continue to serve.

**Section 5.4.** Nominations

- a) A nominating committee of three or four members shall be established at the January meeting. One member of the nominating committee shall have been appointed by the FWPTO Board.
- b) Requests for nominations shall be placed in the school bulletin prior to the March and May meetings. Nominations may be made and seconded by any members present at those meetings. The names of those nominated shall be placed in the school bulletin prior to the May meeting. Voting will take place at the May meeting.
- c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

**Section 5.5.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board, notice of such election having been given. In case a vacancy occurs in the office of the president, the second vice president shall serve notice of the election.

**ARTICLE VI**  
**Duties of Directors (*was Executive Board*)**

**Section 6.1.** The duties of the Board of Directors shall be:

- a) To transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the FWPTO;
- b) To create standing and special committees;
- c) To approve the plans of work of the standing committees;
- d) To present a report at the regular meetings of the FWPTO, and
- e) To approve routine bills within the limits of the budget.

**Section 6.2.** Special meetings of the Board may be called by the co-presidents or by a majority of the members of the committee.

## **ARTICLE VII Duties of Officers**

**Section 7.1.** The co-presidents shall preside at all meetings of the FWPTO and of the Board; shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by the FWPTO or by the Board; shall be a member ex officio of all committees except the nominating committee; and shall coordinate the work of the officers and committees of the FWPTO.

**Section 7.2.** First Vice-President shall serve in an advisory and liaison capacity.

**Section 7.3.** The Second Vice-President shall act as an aide to the presidents and shall perform the duties of the presidents in the absence or inability of one of those officers to act.

**Section 7.4.** The Secretary shall record the minutes of all meetings of the FWPTO and of the Board of Directors, shall write a summary of the FWPTO minutes for publication, shall have a current copy of the bylaws, and shall perform such other duties as may be delegated.

**Section 7.5.** The Treasurer shall have custody of all of the funds of the FWPTO, shall keep a full and accurate record of receipts and expenditures, and in accordance with the budget adopted by the FWPTO, shall make disbursements as authorized by the co-presidents and Board. Checks or vouchers shall be signed by the treasurer. The treasurer shall present a financial statement at every meeting of the FWPTO and at other times when requested by the Board, and shall make a full report at the meeting at which new officers officially assume their duties. Recommendation of an audit may be requested by the co-presidents or Board periodically.

**Section 7.6.** All officers shall perform the duties outlined in Section 7 below and detailed in the attachment to these bylaws titled “Francis Wyman FWPTO Board Job Descriptions” and those assigned from time to time. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the co-presidents, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office.

## **ARTICLE VIII Meetings**

**Section 8.1.** Meetings shall be held during the year on the first Thursday of each of the following months: September, November, January, March, May; unless determined otherwise by the FWPTO Board. The majority of the Board shall constitute a quorum.

**Section 8.2.** Meeting dates shall be determined at the beginning of the school year and reported in the school bulletin. Reminder notices shall be placed in the school bulletin the week before each meeting.

**Section 8.3.** Special meetings of the FWPTO may be called by the co-presidents or by a majority of the Board of Directors, five days notice having been given.

**Section 8.4.** The election meeting shall be held in May.

**Section 8.5.** Four directors shall constitute a quorum for transaction of emergency business in between regular meetings.

## **ARTICLE IX Committees**

**Section 9.1.** Only members of the FWPTO shall be eligible to serve in any elective or appointee positions.

**Section 9.2.** The Board of Directors may create such standing committees as it may deem necessary to promote the objectives and carry on the work of the FWPTO.

**Section 9.3.** The standing committees and their duties are (see attached list).

**Section 9.4.** The authority to form special committees and appoint their members rests with the Board.

**Section 9.5.** The co-presidents shall be members ex officio of all committees, except the nomination committee.

**Section 9.6.** No committee work shall be undertaken without the consent of the Board. No notices or correspondence may be sent out without the approval of the Principal and Co-presidents.

## **ARTICLE X Fiscal Year**

**Section 10.1.** The fiscal year of the FWPTO shall begin July 1 and end June 30.

**Section 10.2.** The Treasurer's term of office shall run concurrently with the fiscal year.

## **ARTICLE XI Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern the FWPTO in all cases in which they are applicable and in which they are not in conflict with these bylaws.

## **ARTICLE XII**

### **Amendments**

**Section 12.1.** These bylaws may be amended at any regular meeting of the FWPTO by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least thirty days prior to the meeting at which the amendment is voted upon.

**Section 12.2.** A committee may be appointed to submit a revised set of bylaws as a substitute for existing bylaws only by a majority vote at a meeting of the FWPTO, or by a two-thirds vote of the Board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of amendment.

## **ARTICLE XIII**

### **Compliance with Internal Revenue Code**

**Section 13.1.** Notwithstanding any other provision of these bylaws, the FWPTO is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (“IRC”), as amended, and shall not carry on any activities not permitted for an organization exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

**Section 13.2.** No part of the net earnings of the FWPTO shall inure to the benefit of any Director or member of the FWPTO, or any private individual (except that reasonable compensation may be paid for services rendered to or for the FWPTO), and no director or member of the FWPTO, nor any private individual, shall be entitled to share in the distribution of the FWPTO’s assets upon its dissolution.

**Section 13.3.** No substantial part of the activities of the FWPTO shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in IRC Section 501(h)).

**Section 13.4.** The FWPTO shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**Section 13.5.** In the event of dissolution, all of the remaining assets and property of the FWPTO shall, after paying or adequately providing for the debts and obligations thereof, be distributed to another charitable organization, foundation or non-profit fund exempt from Federal tax under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax law.

## **ARTICLE XIV**

### **Indemnification**

No director or officer of the FWPTO shall be personally liable to the FWPTO or its members for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the FWPTO (i) for any breach of the director's or officer's duty of loyalty to the FWPTO or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by a member of the FWPTO shall apply to or have any effect on the liability or alleged liability of any director or officer of the FWPTO for or with respect of any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal. No director or officer of the FWPTO shall be compensated by the FWPTO for serving in such capacity.

*Dated: April, 2008*